

**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
3000 BLACKWELL ROAD  
BETHESDA, MD 20814

Gary Sundick  
Vice President  
Listing Qualifications

Received SEC

MAY 28 2008

Washington, DC 20549

By Facsimile and First Class Mail

May 28, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549



08048481

CERTNAS  
001-34085

Dear Ms. Peters:

This is to certify that on May 28, 2008 The Nasdaq Stock Market (the "Exchange") received from Pet DRx Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.0001 per share  
Warrants, exercisable for Common Stock at an exercise price of \$6.00 per share  
Units, each consisting of one share Common Stock and one Warrant

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

PROCESSED  
JUN 02 2008  
THOMSON REUTERS

END